

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3566-LTS

EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

-----X
**COVER SHEET TO THIRTIETH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR
PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO, FOR THE PERIOD OF
OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	October 1, 2019 through October 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$284.85
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$284.85

This is a: X monthly ___ interim ___ final application

This is O&B's thirtieth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for October 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On March 4th, 2020 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de
León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal
Revenue and Tax Policy,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>ERS TITLE III</u>					
<u>Summary of Legal Fees for the Period October 1 through October 31, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Herman D. Bauer	Member	Litigation	\$ 305.00	0.90	\$ 274.50
Milagros Marciano Baez	Paralegal	Litigation	\$ 140.00	0.30	\$ 42.00
	Totals			1.20	\$ 316.50
	Less: 10% Courtesy discount				\$ (31.65)
SUMMARY OF LEGAL FEES					\$ 284.85
<u>ERS TITLE III</u>					
<u>Summary of Disbursements for the Period October 1 through October 31, 2019</u>					
Description - Expenses			Amounts		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>ERS TITLE III</u>			
<u>Summary of Legal Fees for the Period October 1 through October 31, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
219	Docketing	0.30	42.00
222	Claims and Claims Objections	0.90	274.50
			\$ 316.50
	Less: 10% Courtesy Discount		\$ (31.65)
	TOTALS	1.20	\$ 284.85

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$256.37, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$256.37.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE ERS TITLE III

November 5, 2019
Bill #: 361874
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
October 31, 2019:

Client.Matter: P1704 - 0

RE: GENERAL

Total Professional Services	\$ 316.50
Less Discount	<u>\$ -31.65</u>
Net Professional Services	\$ 284.85
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 284.85

O'NEILL & BORGES LLC

Client.Matter: P1704 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
10/09/19	MMB	219	Docket court notice received by email dated October 8, 2019, regarding notice of hearing dkt. 678 on UBS Financial Services' motion for relief from stay - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
10/21/19	MMB	219	Docket court notice received by email dated October 18, 2019, regarding order dkt. 681 setting briefing schedule on dkt. 8899 - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
10/23/19	HDB	222	Review and sign-off to file Reply to the Response by Ponce Real Estate Corporation to the Sixty-Ninth Omnibus Objection (Non-Substantive) of the Commonwealth of Puerto Rico and Employees Retirement System of Government of the Commonwealth of Puerto Rico to Satisfied Claims.	.30	305.00	91.50
10/23/19	HDB	222	Revise Seventy-Eighth Omnibus Objection (Non-Substantive) of the Commonwealth of Puerto Rico and Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Deficient Claims.	.30	305.00	91.50
10/23/19	HDB	222	Revise draft and sign-off to file Ninety-Fourth Omnibus Objection (Non-Substantive) of the Commonwealth of Puerto Rico and Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Miscellaneous Deficient Claims, and supporting documents.	.30	305.00	91.50
10/24/19	MMB	219	Docket court notice received by email dated October 24, 2019, regarding order setting hearing in COA case 19-1699, deadline to file designation form - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

O'Neill & Borges LLC

Bill #: 361874

November 5, 2019

TOTAL PROFESSIONAL SERVICES	\$ 316.50
Less Discount	<u>\$ -31.65</u>
NET PROFESSIONAL SERVICES:	\$ 284.85

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.90	305.00	274.50
MILAGROS MARCANO BAEZ	.30	140.00	42.00
Total	1.20		\$ 316.50

TOTAL THIS INVOICE	\$ 284.85
---------------------------	------------------

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	Case No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>	(Jointly Administered)
Debtors. ¹	

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	Case No. 17 BK 3566-LTS
EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO,	
Debtor.	

-----X

**COVER SHEET TO THIRTY-FIRST MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR
PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO, FOR THE PERIOD OF
NOVEMBER 1, 2019 THROUGH NOVEMBER 30, 2019**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	November 1, 2019 through November 30, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$447.75
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$556.95
Total amount for this invoice:	\$1,004.70

This is a: X monthly ___ interim ___ final application

This is O&B's thirty-first monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for November 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On March 4th, 2020 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de
León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal
Revenue and Tax Policy,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>ERS TITLE III</u>					
<u>Summary of Legal Fees for the Period November 1 through November 30, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Herman D. Bauer	Member	Litigation	\$ 305.00	0.30	\$ 91.50
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 220.00	0.60	\$ 132.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	0.40	\$ 84.00
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	0.80	\$ 148.00
Milagros Marciano Baez	Paralegal	Litigation	\$ 140.00	0.30	\$ 42.00
	Totals			2.40	\$ 497.50
	Less: 10% Courtesy discount				\$ (49.75)
SUMMARY OF LEGAL FEES					\$ 447.75
<u>ERS TITLE III</u>					
<u>Summary of Disbursements for the Period November 1 through November 30, 2019</u>					
Description - Expenses			Amounts		
Duplicating					439.40
Duplicating Color					3.20
Secretarial Overtime as of 12-31-2019 - R. Rodriguez 2.75 hours preparation for Documents for Deposition.					114.35
	Totals		\$		556.95
SUMMARY OF DISBURSEMENTS			\$		556.95

<u>ERS TITLE III</u>			
<u>Summary of Legal Fees for the Period November 1 through November 30, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
206	Documents Filed on Behalf of the Board	0.80	\$ 148.00
215	Plan of Adjustment and Disclosure Statem	0.40	\$ 84.00
219	Docketing	0.30	\$ 42.00
222	Claims and Claims Objections	0.30	\$ 91.50
224	Fee Applications - O&B	0.60	\$ 132.00
			\$ 497.50
	Less: 10% Courtesy Discount		\$ (49.75)
	TOTALS	2.40	\$ 447.75

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$402.98, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$556.95) in the total amount of \$959.93.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE ERS TITLE III

December 4, 2019
Bill #: 363850
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
November 30, 2019:

Client.Matter: P1704 - 0

RE: GENERAL

Total Professional Services	\$ 497.50
Less Discount	<u>\$ -49.75</u>
Net Professional Services	\$ 447.75
Total Reimbursable Expenses	<u>\$ 556.95</u>
TOTAL THIS INVOICE	\$ 1,004.70

O'NEILL & BORGES LLC

Client.Matter: P1704 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
11/01/19	UMF	224	Draft twenty-eighth monthly application for compensation for O&B in the Title III case of ERS.	.30	220.00	66.00
11/07/19	ETF	215	Review documents regarding HTA acct 2489 (.20). Discussion with D. Magraner regarding same (.20).	.40	210.00	84.00
11/12/19	UMF	224	Draft twenty-ninth monthly fee application for compensation of O&B for the month September 2019 in the Title III case of ERS.	.30	220.00	66.00
11/15/19	GMR	206	Analyze the Fourth Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor to the Financial Oversight and Management Board of Puerto Rico as Representative of the Employee Retirement System of the Government of the Commonwealth of Puerto Rico from June 1, 2019 through September 30, 2019 in anticipation to its filing.	.40	185.00	74.00
11/15/19	GMR	206	File the Fourth Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor to the Financial Oversight and Management Board of Puerto Rico as Representative of the Employee Retirement System of the Government of the Commonwealth of Puerto Rico from June 1, 2019 through September 30, 2019 in Case No. 17-3566 at Docket No. 699.	.20	185.00	37.00

Bill #: 363850

December 4, 2019

11/15/19	GMR	206	File the Notice of Filing of Fourth Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Employee Retirement System of the Government of the Commonwealth of Puerto Rico for the Period from June 1, 2019 through September 30, 2019 in Case No. 17-3566 at Docket No. 700.	.20	185.00	37.00
11/18/19	HDB	222	Review AAELA's response to the Seventy-Seventh Omnibus Claim Objection.	.30	305.00	91.50
11/20/19	MMB	219	Docket court notice received by email dated November 18, 2019, regarding deadline to file supplemental briefs in COA case 19-1699 - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
11/26/19	MMB	219	Docket court notice received by email dated November 25, 2019, regarding order dkt. 721 setting briefing schedule - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
11/26/19	MMB	219	Docket court notice received by email dated November 26, 2019, regarding order in COA case 19-1699 setting deadline for appellee FOMB to file nine paper copies of sur-reply brief - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

TOTAL PROFESSIONAL SERVICES \$ 497.50

Less Discount \$ -49.75

NET PROFESSIONAL SERVICES: \$ 447.75

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.30	305.00	91.50
UBALDO M. FERNANDEZ BARRERA	.60	220.00	132.00
EMILIANO TRIGO FRITZ	.40	210.00	84.00
GABRIEL MIRANDA RIVERA	.80	185.00	148.00
MILAGROS MARCANO BAEZ	.30	140.00	42.00
Total	2.40		\$ 497.50

Bill #: 363850

December 4, 2019

EXPENSES

Date	Description	Amount
11/07/19	DUPLICATING - AS OF 11/07/19 (1 Copies @ \$.10)	.10
11/07/19	DUPLICATING - AS OF 11/07/19 (48 Copies @ \$.10)	4.80
11/07/19	DUPLICATING - AS OF 11/07/19 (64 Copies @ \$.10)	6.40
11/07/19	DUPLICATING - AS OF 11/07/19 (1 Copies @ \$.10)	.10
11/07/19	DUPLICATING - AS OF 11/07/19 (40 Copies @ \$.10)	4.00
11/07/19	DUPLICATING - AS OF 11/07/19 (24 Copies @ \$.10)	2.40
11/07/19	DUPLICATING - AS OF 11/07/19 (72 Copies @ \$.10)	7.20
11/07/19	DUPLICATING - AS OF 11/07/19 (72 Copies @ \$.10)	7.20
11/07/19	DUPLICATING - AS OF 11/07/19 (40 Copies @ \$.10)	4.00
11/07/19	DUPLICATING - AS OF 11/07/19 (16 Copies @ \$.10)	1.60
11/07/19	DUPLICATING - AS OF 11/07/19 (40 Copies @ \$.10)	4.00
11/07/19	DUPLICATING - AS OF 11/07/19 (24 Copies @ \$.10)	2.40
11/07/19	DUPLICATING - AS OF 11/07/19 (40 Copies @ \$.10)	4.00
11/07/19	DUPLICATING - AS OF 11/07/19 (184 Copies @ \$.10)	18.40
11/07/19	DUPLICATING - AS OF 11/07/19 (32 Copies @ \$.10)	3.20
11/07/19	DUPLICATING - AS OF 11/07/19 (232 Copies @ \$.10)	23.20
11/07/19	DUPLICATING - AS OF 11/07/19 (2552 Copies @ \$.10)	255.20
11/07/19	DUPLICATING - AS OF 11/07/19 (16 Copies @ \$.10)	1.60
11/07/19	DUPLICATING - AS OF 11/07/19 (48 Copies @ \$.10)	4.80
11/07/19	DUPLICATING - AS OF 11/07/19 (16 Copies @ \$.10)	1.60
11/07/19	DUPLICATING - AS OF 11/07/19 (760 Copies @ \$.10)	76.00
11/07/19	DUPLICATING - AS OF 11/07/19 (40 Copies @ \$.10)	4.00
11/07/19	DUPLICATING - AS OF 11/07/19 (32 Copies @ \$.10)	3.20
11/07/19	DUPLICATING-COLOR- AS OF 11/07/19 (8 Copies @ \$.40)	3.20
11/07/19	SECRETARIAL OVERTIME as of 11-30-2019 (R. RODRIGUEZ 2.75 HOURS PREPARATION FOR DOCUMENTS FOR DEPOSITION).	114.35

TOTAL REIMBURSABLE EXPENSES \$ 556.95

TOTAL THIS INVOICE \$ 1,004.70



Consolidated Account Detail

Client='p1704' and Matter='00000' and (From: '2019-11-7' To: '2019-11-7')

Starting Date: 11/7/2019 Ending Date: 11/7/2019 Number of Days: 1

Date	Time	User	Type	Count	Amount
------	------	------	------	-------	--------

Location: oab:O'Neill and Borges

Client: p1704:FOMB IN RE ERS TITLE III

Matter: 00000:GENERAL

11/7/2019	5:29:25PM	RODRIGUEZ, REBECA	Duplicating	1	\$0.10
11/7/2019	5:29:35PM	RODRIGUEZ, REBECA	Duplicating	48	\$4.80
11/7/2019	5:37:23PM	RODRIGUEZ, REBECA	Duplicating	64	\$6.40
11/7/2019	5:42:55PM	RODRIGUEZ, REBECA	Duplicating	1	\$1.10
11/7/2019	5:46:41PM	RODRIGUEZ, REBECA	Duplicating	40	\$4.00
11/7/2019	5:49:34PM	RODRIGUEZ, REBECA	Duplicating	24	\$2.40
11/7/2019	5:52:32PM	RODRIGUEZ, REBECA	Duplicating	72	\$7.20
11/7/2019	5:53:18PM	RODRIGUEZ, REBECA	Duplicating	72	\$7.20
11/7/2019	5:55:51PM	RODRIGUEZ, REBECA	Duplicating	40	\$4.00
11/7/2019	6:04:37PM	RODRIGUEZ, REBECA	Duplicating	16	\$1.60
11/7/2019	6:06:47PM	RODRIGUEZ, REBECA	Duplicating	40	\$4.00
11/7/2019	6:06:59PM	RODRIGUEZ, REBECA	Duplicating	24	\$2.40
11/7/2019	6:13:12PM	RODRIGUEZ, REBECA	Duplicating	40	\$4.00
11/7/2019	6:13:24PM	RODRIGUEZ, REBECA	Duplicating	184	\$18.40
11/7/2019	6:15:14PM	RODRIGUEZ, REBECA	Duplicating	32	\$3.20
11/7/2019	6:15:15PM	RODRIGUEZ, REBECA	Duplicating	2552	\$255.20
11/7/2019	6:15:18PM	RODRIGUEZ, REBECA	Duplicating	16	\$1.60
11/7/2019	6:15:20PM	RODRIGUEZ, REBECA	Duplicating	48	\$4.80
11/7/2019	6:18:46PM	RODRIGUEZ, REBECA	Duplicating	16	\$1.60
11/7/2019	6:54:47PM	RODRIGUEZ, REBECA	Duplicating	760	\$76.00
11/7/2019	7:00:42PM	RODRIGUEZ, REBECA	Duplicating	40	\$4.00
11/7/2019	7:02:14PM	RODRIGUEZ, REBECA	Duplicating	32	\$3.20
11/7/2019	7:52:48PM	RODRIGUEZ, REBECA	Duplicating	8	\$4.00

Totals for Matter: 00000 \$442.60

Totals for Client: p1704 \$442.60

Totals for Location: oab \$442.60

Inv. 363850

Account: ONEILL & BORGES, SAN JUAN PR

Date Range: NOV 1ST- NOV 30TH

Report Format: Summary-Account by Client by User by Day

Products: Secretarial Overtime

Content Families: All Content Families

Account by Client by User by Day

Client P1700/4

	Hours Worked	Total Charge
Totals for Included		
Totals for Day 11/07/2019		
Totals for User Name REBECA RODRIGUEZ	2.75	114.35
Totals for Client P1700/4	2.75	114.35

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	Case No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>	(Jointly Administered)
Debtors. ¹	

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	Case No. 17 BK 3566-LTS
EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO,	
Debtor.	

-----X

**COVER SHEET TO THIRTY-SECOND MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR
PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO, FOR THE PERIOD OF
DECEMBER 1, 2019 THROUGH DECEMBER 31, 2019**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	December 1, 2019 through December 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$600.30
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$600.30

This is a: X monthly ___ interim ___ final application

This is O&B's thirty-second monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for December 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On April 7th, 2020 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico
Attn: Monsita Lecaroz, Esq.,
monsita.lecaroz@usdoj.gov

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
Union Plaza, PH-A Piso 18, 416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteegen@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Secretary of the Treasury,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>ERS TITLE III</u>					
<u>Summary of Legal Fees for the Period December 1 through December 31, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Herman D. Bauer	Member	Litigation	\$ 305.00	1.40	\$ 427.00
Daniel Pérez Refojos	Associate	Litigation	\$ 190.00	0.60	\$ 114.00
Milagros Marciano Baez	Paralegal	Litigation	\$ 140.00	0.90	\$ 126.00
	Totals			2.90	\$ 667.00
	Less: 10% Courtesy discount				\$ (66.70)
SUMMARY OF LEGAL FEES					\$ 600.30
<u>ERS TITLE III</u>					
<u>Summary of Disbursements for the Period December 1 through December 31, 2019</u>					
Description - Expenses			Amounts		
	Totals		\$		-
SUMMARY OF DISBURSEMENTS			\$		-

<u>ERS TITLE III</u>			
<u>Summary of Legal Fees for the Period December 1 through December 31, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
206	Documents Filed on Behalf of the Board	0.60	\$ 114.00
209	Adversary Proceeding	0.90	\$ 274.50
210	Analysis and Strategy	0.50	\$ 152.50
219	Docketing	0.90	\$ 126.00
			\$ 667.00
	Less: 10% Courtesy Discount		\$ (66.70)
	TOTALS	2.90	\$ 600.30

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$540.27, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$540.27.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

January 8, 2020

FOMB IN RE ERS TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

2800 AVE. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE ERS TITLE III

January 8, 2020
Bill #: 370771
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
December 31, 2019:

Client.Matter: P1704 - 0

RE: GENERAL

Total Professional Services	\$ 278.50
Less Discount	<u>\$ -27.85</u>
Net Professional Services	\$ 250.65
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 250.65

O'NEILL & BORGES LLC

Client.Matter: P1704 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/01/19	HDB	210	Objection of the Official Committee of Retired Employees of the Commonwealth of Puerto Rico to the ERS Bondholders' Renewed Motion for Appointment of Trustee. (.20) Analyze Objection of the Financial Oversight and Management Board for Puerto Rico to Renewed Motion of Certain Secured Creditors of the Employees Retirement System of the Government of the Commonwealth of Puerto Rico for Appointment as Trustees Under 11 U.S.C. § 926. (.30)	.50	305.00	152.50
12/04/19	MMB	219	Docket court notice received by email dated December 3, 2019, regarding order setting deadline for appellants Andalusian, others, to file nine paper copies of brief in COA case 19-1699 - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
12/31/19	MMB	219	Docket court notice received by email dated December 19, 2019, regarding interim case management order dkt. 746 - H. Bauer, U. Fernandez, D. Pérez.	.80	140.00	112.00

TOTAL PROFESSIONAL SERVICES \$ 278.50

Less Discount \$ -27.85

NET PROFESSIONAL SERVICES: \$ 250.65

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.50	305.00	152.50
MILAGROS MARCANO BAEZ	.90	140.00	126.00
Total	1.40		\$ 278.50

Bill #: 370771

January 8, 2020

TOTAL THIS INVOICE

\$ 250.65

O'NEILL & BORGES LLC

January 8, 2020

FOMB IN RE ERS TITLE III

RE: 19-AP-00028 COOP AHORRO Y CREDITO VEGABAJENA V FOMB-HDB-CGB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

800 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE ERS TITLE III

January 8, 2020
Bill #: 370772
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
December 31, 2019:

Client.Matter: P1704 - 805

RE: 19-AP-00028 COOP AHORRO Y CREDITO VEGABAJENA V FOMB-HDB-CGB

Total Professional Services	\$ 388.50
Less Discount	<u>\$ -38.85</u>
Net Professional Services	\$ 349.65
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 349.65

IN ACCOUNT WITH

800 AVE. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1704 . 805

RE: 19-AP-00028 COOP AHORRO Y CREDITO VEGABAJENA V FOMB-HDB-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/02/19	HDB	209	Revise and sign-off on supplemental brief in response to the November 15, 2019 Order Requiring Supplemental Briefing in Connection with Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12 (B)(1) and (6) in Adv. 19-AP-00028.	.60	305.00	183.00
12/02/19	DJP	206	Analyze the Debtor's Supplemental Brief in Response to Court Order Regarding Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (6), in anticipation of its filing.	.40	190.00	76.00
12/02/19	DJP	206	File the Debtor's Supplemental Brief in Response to Court Order Regarding Motion to Dismiss Plaintiff's Complaint Pursuant to Fed. R. Civ. P. 12(b)(1) and (6), through the court's electronic filing system.	.20	190.00	38.00
12/16/19	HDB	209	Analyze Cooperativa de Ahorro y Credito Vegabajena's Response to Debtor's Supplemental Brief in Response to Court Order.	.30	305.00	91.50

TOTAL PROFESSIONAL SERVICES

\$ 388.50

Less Discount

\$ -38.85

NET PROFESSIONAL SERVICES:

\$ 349.65

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.90	305.00	274.50
DANIEL J. PEREZ REFOJOS	.60	190.00	114.00
Total	1.50		\$ 388.50

Bill #: 370772

January 8, 2020

TOTAL THIS INVOICE

\$ 349.65

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	Case No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>	(Jointly Administered)
Debtors. ¹	

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	Case No. 17 BK 3566-LTS
EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO,	
Debtor.	

-----X

**COVER SHEET TO THIRTY-THIRD MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR
PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO, FOR THE PERIOD OF
JANUARY 1, 2020 THROUGH JANUARY 31, 2020**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	January 1, 2020 through January 31, 2020
Amount of compensation sought as actual, reasonable and necessary:	\$392.40
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$392.40

This is a: X monthly ___ interim ___ final application

This is O&B's thirty-third monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for January 2020.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On April 7th, 2020 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico
Attn: Monsita Lecaroz, Esq.,
monsita.lecaroz@usdoj.gov

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
Union Plaza, PH-A Piso 18, 416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteegen@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Secretary of the Treasury,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>ERS TITLE III</u>					
<u>Summary of Legal Fees for the Period January 1 through January 31, 2020</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Herman D. Bauer	Member	Litigation	\$ 305.00	1.20	\$ 366.00
Milagros Marciano Baez	Paralegal	Litigation	\$ 140.00	0.50	\$ 70.00
	Totals			1.70	\$ 436.00
	Less: 10% Courtesy discount				\$ (43.60)
SUMMARY OF LEGAL FEES					\$ 392.40
<u>ERS TITLE III</u>					
<u>Summary of Disbursements for the Period January 1 through January 31, 2020</u>					
Description - Expenses			Amounts		
	Totals		\$		-
SUMMARY OF DISBURSEMENTS			\$		-

<u>ERS TITLE III</u>			
<u>Summary of Legal Fees for the Period January 1 through January 31, 2020</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
203	Hearings and Non-Filed Comm. with Court	1.00	\$ 305.00
219	Docketing	0.50	\$ 70.00
222	Claims and Claims Objection	0.20	\$ 61.00
			\$ 436.00
	Less: 10% Courtesy Discount		\$ (43.60)
	TOTALS	1.70	\$ 392.40

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$353.16, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$353.16.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

February 5, 2020

FOMB IN RE ERS TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

800 ZANE MURRAY RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE ERS TITLE III

February 5, 2020
Bill #: 370830
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
January 31, 2020:

Client.Matter: P1704 - 0

RE: GENERAL

Total Professional Services	\$ 436.00
Less Discount	<u>\$ -43.60</u>
Net Professional Services	\$ 392.40
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 392.40

O'NEILL & BORGES LLC

Client.Matter: P1704 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/07/20	HDB	203	Analyze Opinion and Order denying Renewed Motion of Certain Secured Creditors of the Employees Retirement System of the Government of the Commonwealth of Puerto Rico for Appointment as Trustee.	.30	305.00	91.50
1/14/20	HDB	222	Review Response to Omnibus Objection to Claims One Hundred and Twelfth Omnibus Objection (Non-Substantive) filed by Maritza Lopez Perez.	.10	305.00	30.50
1/14/20	HDB	222	Review Response to Debtor's Objection to Claim Number 32733, filed by Carlos Irizarry Rivera.	.10	305.00	30.50
1/14/20	MMB	219	Docket court notice received by email dated January 10, 2020, regarding order dkt. 775 setting hearing on various motions - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
1/14/20	MMB	219	Docket court notice received by email dated January 13, 2020, regarding order dkt. 780 setting procedures for January 15, 2020 hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
1/17/20	MMB	219	Docket court notice received by email dated January 16, 2020, regarding order dkt. 795 setting deadline to file joint status report - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
1/17/20	MMB	219	Docket court notice received by email dated January 17, 2020, regarding order dkt. 798 setting briefing schedule on urgent motion dkt. 797 for entry of supplemental stipulation - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

Bill #: 370830

February 5, 2020

1/27/20	MMB	219	Docket court notice received by email dated January 24, 2020, regarding order dkt. 802 setting deadlines to file notice of intent to request redaction of transcript of 1/15/2020 hearing, to request redaction, redacted transcript submission - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
1/30/20	HDB	203	Review Opinion and Order by the First Circuit on the 522(a) decision.	.70	305.00	213.50

TOTAL PROFESSIONAL SERVICES \$ 436.00

Less Discount \$ -43.60

NET PROFESSIONAL SERVICES: \$ 392.40

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	1.20	305.00	366.00
MILAGROS MARCANO BAEZ	.50	140.00	70.00
Total	1.70		\$ 436.00

TOTAL THIS INVOICE \$ 392.40